

State of Rhode Island and Providence Plantations  
OFFICE OF THE SECRETARY OF STATE  
CORPORATIONS DIVISION

Corp. I.D. # 15917

APPLICATION FOR  
CERTIFICATE OF AUTHORITY  
OF

PETSMART, Inc.

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is PETSMART, Inc.

SECOND: The name which it elects to use in Rhode Island is PETSMART, Inc.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is August 11, 1986 and the period of its duration is Perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 10000 N. 31st Avenue, Suite C-300, Phoenix, AZ 85051

SIXTH: The address of its proposed registered office in Rhode Island is Suite 900, 170 Westminster Street, Providence 02903 and the name of its proposed registered agent in Rhode Island at that address is The Prentice-Hall Corporation System, Inc.  
The Prentice-Hall Corporation System, Inc.

By: \_\_\_\_\_  
*Signature*

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are  
Retail pet food and pet supplies

REC'D  
AMT# 29  
114917

**EIGHTH: The names and respective addresses of its directors and officers are:**

<u>Name</u>	<u>Office</u>	<u>Address</u>
(See attached list) . . . . .	Director	
.....	Director	
.....	Director	
.....		
.....	President	
.....	Vice President	
.....	Secretary	
.....	Treasurer	
.....		
.....		

**NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:**

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
75,000,000	Common	--	\$0.0001

**TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:**

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
26,216,734	Common	--	\$0.0001

**ELEVENTH:** An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ *290 million*

**TWELFTH:** An estimate of the value of its property to be located within Rhode Island during such year is \$ - 0 -

**THIRTEENTH:** An estimate of the gross amount of business to be transacted by it during such year is \$ *500 million*

**FOURTEENTH:** An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ - 0 -

**FIFTEENTH:** This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated ~~November 18~~ <sup>December 3</sup>, 19<sup>93</sup>

PETSMART, Inc.  
[Exact Corporate Name of Corporation Making Application]

By Mark S. Hansen  
Its President, Mark S. Hansen  
and Robert J. Brigham  
Its Assistant Secretary, Robert J. Brigham

STATE OF ARIZONA }  
COUNTY OF MARICOPA } Sc.

At PHOENIX, ARIZONA in said County on the 18<sup>th</sup> day  
of November 19<sup>93</sup>, before me personally appeared MARK  
S. HANSEN, who being by me first duly sworn, declared that  
he is the PRESIDENT of PETSMART, INC,  
that he signed the foregoing document as such OFFICER of the  
corporation, and that the statements therein contained are true.

Barbara A. Faught  
Notary Public

(NOTARIAL SEAL)

My Commission Expires Nov. 7, 1995

## SCHEDULE 8

### PETsMART, Inc. Officers and Directors

The names and respective residential addresses of the directors and officers of PETsMART, Inc. are:

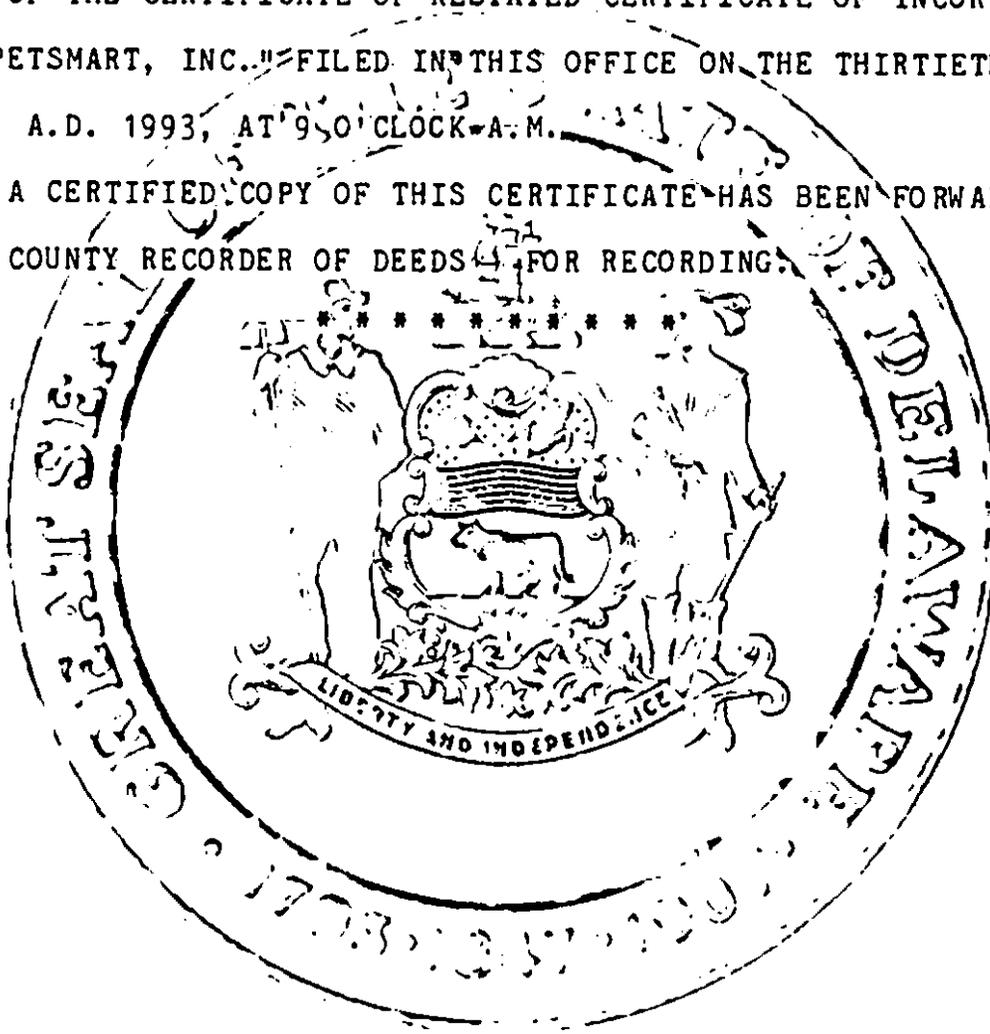
<u>Name/Address</u>	<u>Office</u>
Samuel J. Parker 1606 Quartz Valley Drive Carefree, AZ 85377-5315	Chief Executive Officer Chairman of the Board Director
Mark S. Hansen 8075 E. Alameda Road Scottsdale, AZ 85255	President Chief Operating Officer Director
C. Donald Dorsey 3222 S. River Drive Tempe, AZ 85282	Senior Vice President; Chief Financial Officer
Michael S. Manson 245 W. Berridge Lane Phoenix, AZ 85013	Vice President, Real Estate
Marcia R. Meyer 9220 N. 83rd Street Scottsdale, AZ 85258	Vice President; General Merchandise Manager
Donald S. Spear 7243 E. Lakeside Lane Scottsdale, AZ 85253	Vice President, Operations
Michael K. Burke 369 Silverado Court Danville, CA 94526	Vice President, Product Logistics

<u>Name/Address</u>	<u>Office</u>
Alan C. Mendelson 1015 Continental Drive Menlo Park, CA 94025	Secretary
Robert J. Brigham 1548 Meadow Lane Mountain View, CA 94040	Assistant Secretary
Denis L. Defforey 8, rue des Marronniers 75016 Paris France	Director
Philip L. Francis 8272 Davington Drive Dublin, OH 43017	Director
Gerald R. Gallagher 4912 Merilane Edina, MN 55436	Director
Donald J. Phillips Route 2, Box 89 Celina, TX 75009	Director
Lawrence S. Phillips 45 East End Avenue New York, NY 10028	Director
Thomas G. Stemberg 70 Chestnut Street Newton, MA 02165	Director

State of Delaware  
Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF RESTATED CERTIFICATE OF INCORPORATION OF "PETSMART, INC." FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JULY, A.D. 1993, AT 9:50 CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO KENT COUNTY RECORDER OF DEEDS FOR RECORDING.



*William T. Quillen*

William T. Quillen, Secretary of State

AUTHENTICATION: #4211128

**RESTATED CERTIFICATE OF INCORPORATION****PETSMART, INC.**

PETSMART, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

**FIRST:** The name of the Corporation is PETSMART, Inc.

**SECOND:** The date on which the Certificate of Incorporation of the Corporation was originally filed with the Secretary of State of the State of Delaware is August 11, 1986, under the name of Pacific Coast Distributing Inc.

**THIRD:** That the Board of Directors of this Corporation, pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, adopted resolutions amending and restating the Certificate of Incorporation to read in full as set forth in Exhibit A attached hereto.

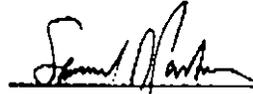
**FOURTH:** That thereafter, pursuant to resolution of the Board of Directors, the Restated Certificate of Incorporation, as so amended, was submitted to the stockholders for their approval, which approval was given by written consent of a majority of the stockholders pursuant to Section 228 of the General Corporation Law of the State of Delaware.

**FIFTH:** That prompt written notice was duly given pursuant to Section 228 of the General Corporation Law of the State of Delaware to those stockholders who did not approve the Restated Certificate of Incorporation, as so amended, by written consent.

**SIXTH:** That said Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware.

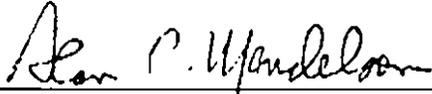
IN WITNESS WHEREOF, PETSMART, Inc. has caused this Restated Certificate of Incorporation to be signed by its Chairman of the Board and attested to by its Secretary this 24th day of July, 1993.

PETSMART, INC.



Samuel J. Parker  
Chairman of the Board

ATTEST



Alan C. Mendelson  
Secretary

**RESTATED CERTIFICATE OF INCORPORATION****PETSMART, INC.****I.**

The name of this Corporation is **PETSMART, Inc.**

**II.**

The address of its registered office in the state of Delaware and its registered agent is:

United States Corporation Company  
32 Loockerman Square  
Suite L-100  
Dover, DE 19901  
**KENT COUNTY**

**III.**

The purpose of this Corporation is to engage in any lawful act or activity for which a Corporation may be organized under the General Corporation Law of Delaware.

**IV.**

This Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Corporation is authorized to issue is eighty-five million (85,000,000) shares. Seventy-five million (75,000,000) shares shall be Common Stock, each having a par value of one hundredth of one cent (\$.0001). Ten million (10,000,000) shares shall be Preferred Stock, each having a par value of one hundredth of one cent (\$.0001).

The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized to fix or alter the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), redemption price or prices, and the liquidation preferences of any wholly unissued series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or any of them; and to increase or decrease the number of shares of any series not designated herein subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series not designated herein shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

## V.

For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation, of its directors and of its stockholders or any class thereof, as the case may be, it is further provided that:

A. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed exclusively by one or more resolutions adopted by the Board of Directors.

The directors shall be divided into three classes designated as Class I, Class II and Class III, respectively. Directors shall be assigned to each class in accordance with a resolution or resolutions adopted by the Board of Directors. At the first annual meeting of stockholders following the closing of the first public offering of equity securities of the Corporation, the term of office of the Class I directors shall expire and Class I directors shall be elected for a full term of three years. At the second annual meeting of stockholders following the closing of the first public offering of equity securities of the Corporation, the term of office of the Class II directors shall expire and Class II directors shall be elected for a full term of three years. At the third annual meeting of stockholders following the closing of a Qualified Public Offering, the term of office of the Class III directors shall expire and Class III directors shall be elected for a full term of three years. At each succeeding annual meeting of stockholders, directors shall be elected for a full term of three years to succeed the directors of the class whose terms expire at such annual meeting.

Notwithstanding the foregoing provisions of this Article, each director shall serve until his successor is duly elected and qualified or until his death, resignation or removal. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

Any vacancies on the Board of Directors resulting from death, resignation, disqualification, removal or other causes, and any newly created directorships resulting from any increase in the number of directors, shall, unless the Board of Directors determines by resolution that any such vacancies or newly created directorships shall be filled by the stockholders, except as otherwise provided by law, be filled only by the affirmative vote of the directors then in office, even though less than a quorum of the Board of Directors, and not by the stockholders. Any director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of the class of directors in which the new directorship was created or the vacancy occurred and until such director's successor shall have been elected and qualified.

B. Subject to paragraph (h) of Section 43 of the Bylaws, the Bylaws may be altered or amended or new Bylaws adopted by the affirmative vote of the holders of at least sixty-six and two-thirds percent (66-2/3%) of the voting power of all of the then-outstanding shares of the voting stock of the Corporation entitled to vote at an election of directors (the "Voting

Stock"). In furtherance and not in limitation of the power conferred by statute, the Board of Directors is expressly authorized to adopt, amend, supplement or repeal the Bylaws.

C. The directors of the Corporation need not be elected by written ballot unless the Bylaws so provide.

D. No action shall be taken by the stockholders of the Corporation except at an annual or special meeting of stockholders called in accordance with the Bylaws and no action shall be taken by the stockholders by written consent.

E. Special meetings of the stockholders of the corporation may be called, for any purpose or purposes, by (i) the Chairman of the Board of Directors, (ii) the Chief Executive Officer, or (iii) the Board of Directors pursuant to a resolution adopted by a majority of the total number of authorized directors (whether or not there exist any vacancies in previously authorized directorships at the time any such resolution is presented to the Board of Directors for adoption), and shall be held at such place, on such date, and at such time as the Board of Directors shall fix.

F. Advance notice of stockholder nominations for the election of directors and of business to be brought by stockholders before any meeting of the stockholders of the Corporation shall be given in the manner provided in the Bylaws of the Corporation.

G. Any individual director, or the entire Board of Directors, may be removed from office at any time (i) with cause by the affirmative vote of the holders of at least a majority of the voting power of all of the then-outstanding shares of the Voting Stock or (ii) without cause by the affirmative vote of the holders of at least sixty-six and two-thirds percent (66-2/3%) of the voting power of all the then-outstanding shares of the Voting Stock.

## VI.

A. The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under Delaware law.

B. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended after approval by the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the fullest extent permitted by the Delaware General corporation Law, as so amended.

C. Any repeal or modification of this Article VI shall be prospective and shall not affect the rights under this Article VI in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

#### VII.

Notwithstanding any other provisions of this Certificate of Incorporation or any provision of law which might otherwise permit a lesser vote or no vote, but in addition to any affirmative vote of the holders of any particular class or series of the Voting Stock required by law, this Certificate of Incorporation or any Preferred Stock Designation, the affirmative vote of the holders of at least sixty-six and two-thirds percent (66-2/3%) of the voting power of all of the then-outstanding shares of the Voting Stock, voting together as a single class, shall be required to alter, amend or repeal Article V, Article VI, this Article VII or Article IX.

#### VIII.

The Corporation is to have perpetual existence.

#### IX.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, except as provided in Article VII of this Certificate, and all rights conferred upon the stockholders herein are granted subject to this right.